

P97000022379

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

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 03/12/97 11:02:02  
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Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. PINIELLA GROUP CORPORATION  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

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 97 MAR 12 AM 11:42  
 TALLAHASSEE, FLORIDA

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 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 97 MAR 12 AM 11:05  
 DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 16, 1997

ARMANDO M. VIVANCOS  
4160 W. 16TH AVE.  
SUITE 309  
HIALEAH, FL 33012-5853

The name PINIELLA GROUP CORPORATION has been reserved for 120 days beginning January 16, 1997. The reservation number is R9700000205 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 697A00002241

ARTICLES OF INCORPORATION OF:

THE PINIELLA GROUP CORPORATION

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporation.

ARTICLE I

NAME

The name of this corporation shall be:

THE PINIELLA GROUP CORPORATION

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

a.

GENERAL BUILDING CONTRACTOR

b. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares, capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the corporation.

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c. To acquire, hold, undertake and sell

d. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises or for additional working capital or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed or trust or otherwise.

e. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

f. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several States, Territories, possessions and dependencies of the United States District of Columbia, and any and all foreign countries.

g. To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

### ARTICLE III

#### CAPITAL STOCK

The capital stock of this corporation shall be 100 shares no par value, common stock. This stock have full voting rights pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The

All of said stock shall be payable in cash, equipment, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board Of Directors of this Corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall no be less than FIVE HUNDRED ( \$ 500.00)

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to the law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at:

3290 S.W. 17 ST MIAMI FL 33145

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be no less than ONE , no more than FIVE .

ARTICLE VIII

DIRECTORS

The names and Post Office addresses of the First Board of Directors of this Corporation who shall hold office for the first year or until their sucesors are chosen, shall be:

<u>NAME</u>	<u>TITLE;</u>	<u>ADDRESS:</u>
<u>RAFAEL J. PINIELLA</u>	<u>PRESIDENT/DIRECTOR</u>	<u>3290 SW 17 ST</u> <u>MIAMI FL 33145</u>
<u>EMMA PINIELLA</u>	<u>SECT/TREASURER</u>	<u>3290 S.W. 17 ST</u> <u>MIAMI FL 33145</u>

ARTICLE IX

SUBSCRIBERS

<u>NAME:</u>	<u>SHARES %</u>	<u>ADDRESS:</u>
RAFAEL J. PINIELLA	50	3290 S.W. 17 ST MIAMI FL 33145
EMMA PINIELLA	50	3290 S.W. 17 ST MIAMI FL 33145

ARTICLE X

This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Article of Incorporation, in the manner now or hereafter prescribed by statute or set out in the Corporate By-Laws, so long as same does not conflict with the State of Florida Statutes.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amounts to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the Corporate debts in any extent whatever. The Corporation shall have a first lien on the Shares of its members and upon the dividends or any other amounts due them for any indebtedness of such members of the Corporation.

ARTICLE XI

The officers of the Corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all Directors before its adoption as corporate Act.

No person shall be required to own, hold or control stock in this Corporation as a condition precedent to holding an office in this Corporation.

The original incorporators of this Corporation shall have the right, upon its organization, to assign and deliver their subscription of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the Laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XII

RESIDENT AGENT

The resident agent of this Corporation shall be:

RAFAEL J. PINIELLA

The registered office of the Corporation shall be:

3290 S.W. 17 ST MIAMI FL 33145

IN WITNESS WHEREOF, I/WE the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Laws of the State of Florida, do make and file this Articles of Incorporation, hereby declaring and certifying that the facts stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this 10 day of MARCH 1997.

Rafael Piniella (SEAL)  
Emma Piniella (SEAL)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ (SEAL)

STATE OF FLORIDA }  
COUNTY OF DADE } SS

BEFORE ME, the undersigned authority, personally appeared:

RAFAEL J. PINIELLA and EMMA PINIELLA  
~~TO ME PERSONALLY KNOWN TO BE THE PERSONS THAT SUBSCRIBED~~  
~~THE FOREGOING ARTICLES OF INCORPORATION OF:~~  
THE PINIELLA GROUP CORPORATION

~~SWORN TO AND SUBSCRIBED BEFORE ME THIS MARCH 10, 1997~~

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: THE PINIELLA GROUP CORPORATION  
( Name of Corporation )

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 3290 S.W. 17 ST MIAMI, STATE OF FLORIDA,

HAS NAMED: RAFAEL J. PINIELLA  
( Name of resident agent )

WITH RESIDENCE AT: 3290 S.W. 17 ST MIAMI FLA 33145  
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: *Rafael Pinella*  
( Corporate officer )  
TITLE: SECRETARY/TREASURER  
DATE: MARCH 10, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: *Rafael Pinella*  
( Resident Agent )  
DATE: MARCH 10, 1997

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